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PERSONAL AND CONFIDENTIAL

June 9, 1998

Mr. Don Werlinger, President
Chameleon Radio Corporation
10865 Rockley Road
Houston, TX 77099

Dear Mr. Werlinger:

At your request, I have determined an appraised value, as of May 1, 1998, for KFCC-AM radio station licensed to Bay City, Texas.

Factors considered in reaching my decision were:

- 1) The facility itself, operating as required under a license granted by the Federal Communications Commission - a Regional Class B AM radio station, broadcasting on a frequency of 1270 kHz with a power of 11 kW, both day and night. KFCC-AM has a three tower antenna system - during the day one tower produces a non-directional signal and at night all three towers are utilized to directionalize the signal. The studio and transmitter sites are leased. The studio and transmitting equipment is in good condition.
- 2) Review of KFCC-AM's present signal coverage maps depicting the expected reception areas in the absence of obstructions or interference.
- 3) KFCC-AM revenue summaries - historical, present and projected.
- 4) An overview of Bay City and other Texas small market radio conditions from an historical, present and projected perspective to include estimated gross revenues, other financial particulars and demographic and economic summaries.

Mr. Don Werlinger
June 9, 1998
Page 2

5) Recent similar station sales in and around like radio markets.

Based on conclusions reached from my analysis, I believe that KFCC-AM should be appraised at \$210,000.

Mr. Werlinger, please contact me if you have any questions.

Very truly yours,


John W. Saunders

JWS/sj

EXHIBIT 6

er Area.....497.7
 il Statistics, 1991
 Births.....717
 Deaths.....301
 Marriages.....456
 Divorces.....202
 Registered Voters.....18,513
 Retail Sales.....215,593,318
 Total Wages.....333,900,325
 Unemployed.....14.8%
 Average Weekly Wage.....\$531.86

Climate:

Annual Average Temperature:
 90 degrees - Summer
 47 degrees - Winter
 Annual Average Humidity . 74%
 Annual Average Precipitation 43 "
 Prevailing winds..... SSE

Air Quality: Attainment Area - No Permitting Required

Growing Season: 296 Days

Communications:

Radios: Three: local: KMKS 92 FM -
 KIOX 97 FM
 KXGJ 101.7

Newspaper: The Daily Tribune (daily)
 Matagorda County Advocate
 (weekly)

Television: CATV Service Local
 Houston (Four Commercial)
 Houston (One PBS)

Taxation:

City Real Property Taxes

Evaluation	Rate/\$100	Assessment Ratio
City	.49	100%
County	.275	100%
State	0	100%
School	1.25	100%

Municipal Sales Tax-----8.25%

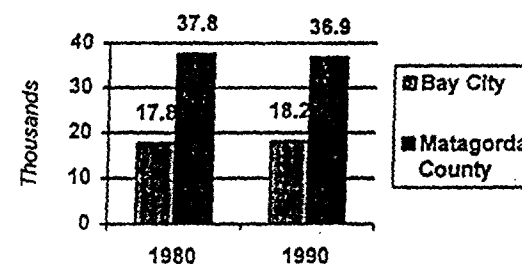
State Taxes

State Retail Sales Tax-----6.25%
 State Corporate Income Tax-----None
 State Individual Income Tax-----None
 State Gasoline Tax (cents/gal.)-----.2
 Franchise Tax-----The
 greater of either .25% on net taxable capital
 assets or 4.5% on net taxable earned surplus.

Demographics/Population

Population :

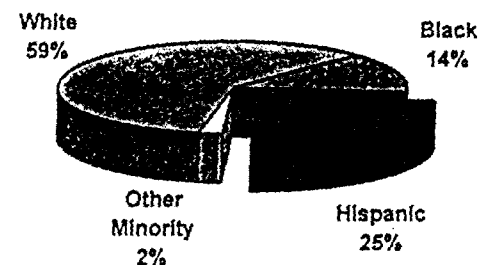
Population Comparisons



Texas Employment Commission as of July, 1994:

City/County	1980	1990
Bay City	17,837	18,170
Matagorda	37,828	36,928

Population Composition Matagorda County



CERTIFICATE OF SERVICE

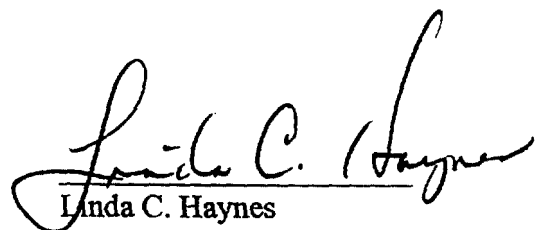
I, Barbara Guzzy, a secretary in the office of Shook, Hardy & Bacon, L.L.P., do hereby certify that a copy of the foregoing Reply to the Mass Media Bureau's Opposition to Petition for Reconsideration was hand delivered this 18th day of June, 1998, to:

William E. Kennard
Chairman
Federal Communications Commission
1919 M Street, Room 814
Washington, DC 20554

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Linda C. Haynes